

RECORDATION NO. 26993 FILED

JUN 01 '07 -1 3 0 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 1, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of May 31, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
61 North Clark Street
Chicago, Illinois 60601

[Lessee: J.R. Simplot Company
999 Main Street Suite 1300
Boise, Idaho 83702]

Mr. Vernon A. Williams
June 1, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

61 railcars within the following series, all as more particularly set forth in the equipment schedule attached to the document:

NAHX 12206 and NAHX 15730
NAHX 46875 – NAHX 65073
NAHX 475194 – NAHX 490088
NAHX 500029 – NAHX 510883
NAHX 800441 and NAHX 801117
TRNX 500029
USLX 26475

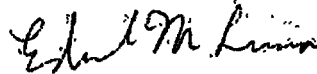
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours, .



Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT


This Memorandum of Lease Agreement dated as of May 31, 2007 is made by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

WITNESSETH:

Lessor and J.R. Simplot Company, a Nevada corporation (the "Lessee"), are parties to that certain Rider No. 21 dated February 1, 2007 between Lessee and Lessor, which incorporates by reference the terms of that certain Car Leasing Agreement 7911-1 dated July 12, 1985 between Lessee and Lessor, as amended by each of (i) that certain letter dated July 19, 1991 between Lessor and Lessee and (ii) Amendment No. 1 dated March 14, 1994 between Lessee and Lessor, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be duly executed by its officer duly authorized as of the date hereof.

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: 
Name: Mark Stefan,
Title: Vice President

Executed on this 31st day of May, 2007

[Memorandum of Lease Agreement]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 31st day of May 2007, before a Notary Public in and for said County and State, personally appeared Mark Stefan, who being by me duly sworn, says that he is the Vice President of General Electric Railcar Services Corporation, that said instrument was signed on May 31, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Katharina R. Bastian

Name:

Notary Public

My Commission Expires:

Residing in COOK COUNTY, ILLINOIS



[Memorandum of Lease Agreement]

EXHIBIT A

Description of railcars:	4,750 cubic foot Gravity Hoppers
Quantity:	Sixty-one (61)
Road Numbers:	See attached Car List

[Memorandum of Lease Agreement]

Car List

AAR			AAR		
<u>Unit Count</u>	<u>Reporting Mark</u>		<u>Unit Count</u>	<u>Reporting Mark</u>	
1	NAHX	12206	31	NAHX	487023
2	NAHX	15730	32	NAHX	487094
3	USLX	26475	33	NAHX	487305
4	NAHX	46875	34	NAHX	487346
5	NAHX	53727	35	NAHX	487391
6	NAHX	55486	36	NAHX	487450
7	NAHX	55547	37	NAHX	487467
8	NAHX	55608	38	NAHX	487473
9	NAHX	55617	39	NAHX	487476
10	NAHX	63310	40	NAHX	487479
11	NAHX	63343	41	NAHX	487501
12	NAHX	63411	42	NAHX	487508
13	NAHX	63944	43	NAHX	487524
14	NAHX	64098	44	NAHX	487978
15	NAHX	65021	45	NAHX	490000
16	NAHX	65073	46	NAHX	490010
17	NAHX	475184	47	NAHX	490032
18	NAHX	475384	48	NAHX	490047
19	NAHX	476309	49	NAHX	490048
20	NAHX	478868	50	NAHX	490057
21	NAHX	480406	51	NAHX	490060
22	NAHX	480784	52	NAHX	490067
23	NAHX	481076	53	NAHX	490075
24	NAHX	482187	54	NAHX	490088
25	NAHX	482187	55	TRNX	500029
26	NAHX	482638	56	NAHX	510367
27	NAHX	483145	57	NAHX	510484
28	NAHX	483600	58	NAHX	510602
29	NAHX	484495	59	NAHX	510883
30	NAHX	485276	60	NAHX	800441
			61	NAHX	801117

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/1/07



Robert W. Alvord